

Exhibit A

Agreed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	Chapter 11
)	
GENON ENERGY, INC., <i>et al.</i> , ¹)	Case No. 17-33695 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 1100, 1481, 1528

**AGREED ORDER APPROVING STIPULATION
RESOLVING DEBTORS' OBJECTION TO
REORGANIZED FLI, INC.'S PROOFS OF CLAIM**

Upon consideration of the Debtors' *Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1481] (the "Objection"); wherein the Debtors sought to disallow and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: GenOn Energy, Inc. (5566); GenOn Americas Generation, LLC (0520); GenOn Americas Procurement, Inc. (8980); GenOn Asset Management, LLC (1966); GenOn Capital Inc. (0053); GenOn Energy Holdings, Inc. (8156); GenOn Energy Management, LLC (1163); GenOn Energy Services, LLC (8220); GenOn Fund 2001 LLC (0936); GenOn Mid-Atlantic Development, LLC (9458); GenOn Power Operating Services Midwest, Inc. (3718); GenOn Special Procurement, Inc. (8316); Hudson Valley Gas Corporation (3279); Mirant Asia-Pacific Ventures, LLC (1770); Mirant Intellectual Asset Management and Marketing, LLC (3248); Mirant International Investments, Inc. (1577); Mirant New York Services, LLC (N/A); Mirant Power Purchase, LLC (8747); Mirant Wrightsville Investments, Inc. (5073); Mirant Wrightsville Management, Inc. (5102); MNA Finance Corp. (8481); NRG Americas, Inc. (2323); NRG Bowline LLC (9347); NRG California North LLC (9965); NRG California South GP LLC (6730); NRG California South LP (7014); NRG Canal LLC (5569); NRG Delta LLC (1669); NRG Florida GP, LLC (6639); NRG Florida LP (1711); NRG Lovett Development I LLC (6327); NRG Lovett LLC (9345); NRG New York LLC (0144); NRG North America LLC (4609); NRG Northeast Generation, Inc. (9817); NRG Northeast Holdings, Inc. (9148); NRG Potrero LLC (1671); NRG Power Generation Assets LLC (6390); NRG Power Generation LLC (6207); NRG Power Midwest GP LLC (6833); NRG Power Midwest LP (1498); NRG Sabine (Delaware), Inc. (7701); NRG Sabine (Texas), Inc. (5452); NRG San Gabriel Power Generation LLC (0370); NRG Tank Farm LLC (5302); NRG Wholesale Generation GP LLC (6495); NRG Wholesale Generation LP (3947); NRG Willow Pass LLC (1987); Orion Power New York GP, Inc. (4975); Orion Power New York LP, LLC (4976); Orion Power New York, L.P. (9521); RRI Energy Broadband, Inc. (5569); RRI Energy Channelview (Delaware) LLC (9717); RRI Energy Channelview (Texas) LLC (5622); RRI Energy Channelview LP (5623); RRI Energy Communications, Inc. (6444); RRI Energy Services Channelview LLC (5620); RRI Energy Services Desert Basin, LLC (5991); RRI Energy Services, LLC (3055); RRI Energy Solutions East, LLC (1978); RRI Energy Trading Exchange, Inc. (2320); and RRI Energy Ventures, Inc. (7091). The Debtors' service address is: 804 Carnegie Center, Princeton, New Jersey 08540.

expunge certain proofs of claim, including the proofs of claim numbered 704 and 720 (the “Proofs of Claim”) filed by Reorganized FLI Inc. (“FLI” or “Farmland”), *Farmland’s Response to Debtors’ Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1528] (the “Response”); the Debtors’ *Opening Memorandum in Further Support of their Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1623] in support of the Objection, *Farmland’s Brief Regarding Jurisdiction, Authority, Prior Pending Case Doctrine, Due Process, Comity, Abstention or Collateral Impact of the Court’s Decision in Connection with Debtors’ Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1624] in support of the Response; the Debtors’ *Reply Memorandum in Further Support of their Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1628] in further support of the Objection; *Farmland’s Response Brief to Debtors’ Opening Memorandum in Further Support of their Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1631] (together with Docket Nos. 1623, 1624, and 1628, the “Supporting Briefs”) and the *Stipulation Resolving Debtors’ Objection To Reorganized FLI, Inc.’s Proofs of Claim* (the “Stipulation”) attached hereto; it is hereby ORDERED that:

1. The Stipulation is approved.
2. The Debtors are authorized to take all actions necessary and appropriate in carry out the terms of the Stipulation including payment of the Settlement Amount (as defined in the Stipulation).
3. The proofs of claim filed by FLI numbered 704 and 720 are hereby expunged from the claims registry.
4. The Court retains non-exclusive jurisdiction to resolve any dispute arising from or related to the interpretation or enforcement of this Agreed Order and the Stipulation.

Dated: May 30, 2018
Houston, Texas

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Counsel for Reorganized FLI, Inc.

SO ORDERED this ____ day of _____, 2018

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
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GENON ENERGY, INC., <i>et al.</i> , ¹)	Case No. 17-33695 (DRJ)
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Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 1100, 1481, 1528

**STIPULATION RESOLVING DEBTORS' OBJECTION TO
REORGANIZED FLI, INC.'S PROOFS OF CLAIM**

This Stipulation is entered into this 30th day of May, 2018, by and among GenOn Energy, Inc. ("GenOn") and RRI Energy Services, LLC ("RRI Energy Services"), each a debtor and debtors in possession in the above-captioned chapter 11 cases on the one hand

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: GenOn Energy, Inc. (5566); GenOn Americas Generation, LLC (0520); GenOn Americas Procurement, Inc. (8980); GenOn Asset Management, LLC (1966); GenOn Capital Inc. (0053); GenOn Energy Holdings, Inc. (8156); GenOn Energy Management, LLC (1163); GenOn Energy Services, LLC (8220); GenOn Fund 2001 LLC (0936); GenOn Mid-Atlantic Development, LLC (9458); GenOn Power Operating Services Midwest, Inc. (3718); GenOn Special Procurement, Inc. (8316); Hudson Valley Gas Corporation (3279); Mirant Asia-Pacific Ventures, LLC (1770); Mirant Intellectual Asset Management and Marketing, LLC (3248); Mirant International Investments, Inc. (1577); Mirant New York Services, LLC (N/A); Mirant Power Purchase, LLC (8747); Mirant Wrightsville Investments, Inc. (5073); Mirant Wrightsville Management, Inc. (5102); MNA Finance Corp. (8481); NRG Americas, Inc. (2323); NRG Bowline LLC (9347); NRG California North LLC (9965); NRG California South GP LLC (6730); NRG California South LP (7014); NRG Canal LLC (5569); NRG Delta LLC (1669); NRG Florida GP, LLC (6639); NRG Florida LP (1711); NRG Lovett Development I LLC (6327); NRG Lovett LLC (9345); NRG New York LLC (0144); NRG North America LLC (4609); NRG Northeast Generation, Inc. (9817); NRG Northeast Holdings, Inc. (9148); NRG Potrero LLC (1671); NRG Power Generation Assets LLC (6390); NRG Power Generation LLC (6207); NRG Power Midwest GP LLC (6833); NRG Power Midwest LP (1498); NRG Sabine (Delaware), Inc. (7701); NRG Sabine (Texas), Inc. (5452); NRG San Gabriel Power Generation LLC (0370); NRG Tank Farm LLC (5302); NRG Wholesale Generation GP LLC (6495); NRG Wholesale Generation LP (3947); NRG Willow Pass LLC (1987); Orion Power New York GP, Inc. (4975); Orion Power New York LP, LLC (4976); Orion Power New York, L.P. (9521); RRI Energy Broadband, Inc. (5569); RRI Energy Channelview (Delaware) LLC (9717); RRI Energy Channelview (Texas) LLC (5622); RRI Energy Channelview LP (5623); RRI Energy Communications, Inc. (6444); RRI Energy Services Channelview LLC (5620); RRI Energy Services Desert Basin, LLC (5991); RRI Energy Services, LLC (3055); RRI Energy Solutions East, LLC (1978); RRI Energy Trading Exchange, Inc. (2320); and RRI Energy Ventures, Inc. (7091). The Debtors' service address is: 804 Carnegie Center, Princeton, New Jersey 08540.

(the “Debtors”), by and through their attorneys Kirkland & Ellis LLP and Zack A. Clement PLLC, and Reorganized FLI, Inc. (“FLI,” and, together with GenOn and RRI Energy Services, the “Parties”), by and through its attorney Diamond McCarthy LLP, stipulate as follows:

WHEREAS, on November 6, 2017, FLI filed the *Limited Objection to Third-Party Release, Exculpation Provision, and Injunction Contained in the Debtors’ Proposed Plan* [Docket No. 1100] (the “Release Opt-Out”);

WHEREAS, on December 12, 2017, this Court entered an order confirming (the “Confirmation Order”) the *Third Amended Joint Chapter 11 Plan of Reorganization of GenOn Energy, Inc. and its Debtor Affiliates* [Docket No. 1250, Ex. A] (as may be amended, supplemented, or otherwise modified from time to time, the “Plan”);

WHEREAS, on February 26, 2018, the Debtors filed the *Debtors’ Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1481] (the “Objection”);

WHEREAS, the Objection sought to disallow and expunge certain proofs of claim, including the proofs of claim numbered 704 and 720, filed by FLI (the “Proofs of Claim”);

WHEREAS, on March 26, 2018, FLI filed the *Response to Debtors’ Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1528] (the “Response”) in response to the Objection;

WHEREAS, on May 14, 2018, the Debtors filed the *Debtors’ Opening Memorandum in Further Support of their Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1623] in support of the Objection;

WHEREAS, on May 14, 2018, FLI filed the *Farmland’s Brief Regarding Jurisdiction, Authority, Prior Pending Case Doctrine, Due Process, Comity, Abstention or Collateral Impact*

of the Court's Decision in Connection with Debtors' Objection to Certain Proofs of Claim (Natural Gas Litigation) [Docket No. 1624] in support of the Response;


WHEREAS, on May 25, 2018, the Debtors filed the *Debtors' Reply Memorandum in Further Support of their Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1628] in further support of the Objection;

WHEREAS, on May 25, 2018, FLI filed the *Farmland's Response Brief to Debtors' Opening Memorandum in Further Support of their Objection to Certain Proofs of Claim (Natural Gas Litigation)* [Docket No. 1631] (together with Docket Nos. 1623, 1624, and 1628, the "Supporting Briefs");

WHEREAS, the Parties now desire to enter into this Stipulation to resolve the Proofs of Claim, Objection, Response, and Supporting Briefs on the terms and conditions set forth herein;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

1. The foregoing recitals hereby are incorporated by reference into this Agreed Order and Stipulation with the same force and effect as if fully set forth hereinafter.

2. FLI's Proofs of Claim are resolved in exchange for payment in the amount of  (the "Settlement Amount"). Upon payment of the Settlement Amount, FLI's Proofs of Claim shall be deemed withdrawn and expunged with prejudice.

3. The Parties agree to file the Settlement Amount under seal and agree to keep the Settlement Amount confidential; provided that this agreement to keep the Settlement Amount confidential shall not prevent either party from complying with relevant laws or court orders.

4. Upon the Court's entry of this Agreed Order and Stipulation, the Response [Docket No. 1528] shall be deemed resolved in its entirety with respect to FLI, FLI's Release Opt-Out [Docket No. 1100] shall be deemed withdrawn, and FLI shall be deemed a Releasing Party (as defined in the Plan) for all purposes under the Confirmation Order and the Plan.

5. The Parties shall seek entry of an order by the Court approving this Stipulation and granting authority for the Debtors to pay the Settlement Amount. This Stipulation is subject to the approval by the Court.

6. Within three business days after the order approving Stipulation and granting authority for the Debtors to pay the Settlement Amount is a final order, the Debtors shall pay the Settlement Amount to FLI.

7. GenOn agrees to cooperate with FLI upon request as follows: (a) GenOn will make available to FLI copies of any statements, which are in GenOn's possession, made under oath by any current or former GenOn employee related to the allegations in FLI's Amended Complaint; and (b) to the extent required for trial under rule 901(a) of the Federal Rules of Evidence, upon the reasonable request of FLI's counsel, GenOn shall authenticate any documents or materials previously produced by it in the MDL cases in the District of Nevada, including, but not limited to, using its reasonable good faith efforts to identify GenOn employees in audio-taped recordings with counterparties.

8. The Parties agree that this Agreed Order and Stipulation is limited solely to the relief granted herein and shall in no way be construed as an admission with respect to the factual allegations contained in any pleadings filed in the action underlying the Proofs of Claim or any legal conclusions drawn therein.

9. Neither this Stipulation nor any negotiations and writings in connection with this Stipulation will in any way be construed as or deemed to be evidence of or an admission on behalf of any of the Parties regarding any claim, counter-claim, cross-claim, rights, defenses, or relief that any of the Parties may have against any other of the Parties.

10. Each of the Parties hereto represents and warrants it is duly authorized to enter into and be bound by this Stipulation.

11. This Stipulation may be executed in multiple counterparts, any of which may be transmitted by facsimile or electronic mail, and each of which will be deemed an original, but all of which together will constitute one instrument.

[Remainder of page left intentionally blank.]

Dated: May 30, 2018
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